

JUN 26 1974 - 4 00 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO LEASE OF RAILROAD EQUIPMENT

This amendment dated June 26, 1974 to Lease of Railroad Equipment dated December 13, 1973 (hereinafter called "Lease") between FCB LEASING LTD., a corporation of the State of Massachusetts, (hereinafter called "Lessor"), and the Chicago, Milwaukee, St. Paul and Pacific Railroad Company, a Wisconsin Corporation, (hereinafter called "Lessees"),

W I T N E S S E T H:

WHEREAS, Lessor and Lessees have entered into the Lease;

and

WHEREAS, Lessor and Lessees have agreed to change the description of equipment covered by the Lease;

NOW, THEREFORE, Annex A to the amendment is hereby substituted for Exhibit A to the Lease.

IN WITNESS WHEREOF, Lessor has caused this Amendment To Lease Of Railroad Equipment to be executed in its corporate name, by one of its officers thereunto duly authorized and its corporate

FCB LEASING LTD.

By

Robert E. Vells
Secretary

By

Secretary

STATE OF MASSACHUSETTS)
) SS
COUNTY OF SUFFOLK)

On this 25th day of June, 1974, before me personally appeared Paul F. Peto Jr., to me personally known who, being by me duly sworn, said that he is a President of FCB LEASING LTD., that the seal affixed to the foregoing instrument is the corporate seal of said Corporation, that said instrument was signed and sealed on behalf of said Corporation this day by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Anne L. Murphy
Notary Public

STATE OF)
) SS
COUNTY OF)

On this _____ day of _____, 1974, before me personally appeared _____, to me personally known, who being by me duly sworn said that he is _____ of the Chicago, Milwaukee, St. Paul and Pacific Railroad Company, Debtor, that the foregoing instrument was signed by him this day on behalf of and by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

FCB LEASING LTD.

By _____

Secretary

By

WITNESS :

J. T. Tansley
Secretary

STATE OF MASSACHUSETTS)
) SS
COUNTY OF SUFFOLK)

On this day of , 1974, before me
personally appeared , to me personally
known who, being by me duly sworn, said that he is a
of FCB LEASING LTD., that the seal affixed to the foregoing
instrument is the corporate seal of said Corporation, that said
instrument was signed and sealed on behalf of said Corporation this
day by authority of its Board of Directors and he acknowledged that
the execution of the foregoing instrument was the free act and deed
of said Corporation.

Notary Public

STATE OF *Illinois*)
) SS
COUNTY OF *Cook*)

On this *20th* day of *June*, 1974, before me
personally appeared *A. F. Kratochwill*, to me personally
known, who being by me duly sworn said that he is a *Vice President*
of the Chicago, Milwaukee, St. Paul and Pacific Railroad
Company, Debtor, that the foregoing instrument was signed by him
this day on behalf of and by authority of its Board of Directors,
and he acknowledged that the execution of the foregoing instrument
was the free act and deed of said Corporation.

Dorcas H. Stenzel

Notary Public



ANNEX A

<u>Quantity</u>	<u>Type</u>	<u>Manufacturer's Specifications</u>	<u>Manufacturer's Plant</u>	<u>Lessee's Numbers</u>	<u>Total Base Price</u>	<u>Unit Base Price</u>	<u>Estimated of Delivery River Rou Michigan</u>
35	Stack Pack Car Sets	Whitehead & Kales Container Model AB 8003	Whitehead & Kales Company Detroit, Mich.	MILU- \$ 633,000- 633,139 inclusive (See FN 1)	561,910.00	60 Containers at \$ 4,006.50 80 Containers at \$ 4,019.00	80 Stack Cars on D 21, 1973- Stack Pac Cars on F 21, 1974.
66	Bi-Level Super-structure Auto Racks	Whitehead & Kales Model AB. 15150	Whitehead & Kales Company Detroit, Mich.	52713- \$ 52744 both Nos. inclusive (2 consecutive numbers per Rack)	120,892.80	\$ 7,555.80	16 Racks April 26, 1974
				52745- 52844 Both numbers inclusive (2 consecutive numbers per Rack)	379,899.00	7,597.98	50 Racks on June 1974
					\$ 500,791.80		

(1) Four-Stack Pack Containers equal One Stack Pack Car Set

ANNEX A (Continued)

<u>Quantity</u>	<u>Type</u>	<u>Manufacturer's Specifications</u>	<u>Manufacturer's Plant</u>	<u>Lessee's Numbers</u>	<u>Total Base Price</u>	<u>Unit Base Price</u>	<u>Estimated of Delive River Ro Michig</u>
65	Fully Enclosed Tri-Level Auto Racks	Whitehead & Kales Model AB 15150	Whitehead & Kales Company Detroit, Mich.	53091/53092, 53093/53094, 53057/53058, 53087/53088, 53089/53090, 53053/53054, 53082/53083, 53086/53079, 53055/53056, 53080/53081, 53071/53072, 53065/53066, 53075/53076, 53067/53068, 53073/53074, 53061/53062, 53095/53096, 53097/53098, 53059/53060, 53051/53052, 53099/53100, 53101/53102, 53103/53104, 53105/53106, 53077/53078, 53109/53110, 53107/53108, 53084/53085. 53049/53050, 53113/53114, 53111/53112, 53115/53116, 53117/53118, 53069/53070, 53063/53064,	\$1,346,727.20	\$20,718.88	28 Rack on May 1973 37 Rack on June 28, 19.

ANNEX A (Continued)

Fully Enclosed
Tri-Level Auto
Rack Nos. continued

Lessee's
Numbers

53119/53120,
53121/53122,
53045/54046,
53125/53126,
53123/53124,
53127/53128,
53129/53130,
53047/53048,
53133/53134,
53131/53132,
53137/53138,
53135/53136,
53141/53142,
53139/53140,
53143/53144,
53145/53146,
53149/53150,
53147/53148,
53153/53154,
53151/53152,
53157/53158,
53155/53156,
53161/53162,
53159/53160,
53164/53163,
53165/53166,
53169/53170,
53167/53168,
53173/53174,
53171/53172

(2 consecutive
numbers per
Rack)